

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **December 20, 2022**

ATHENA TECHNOLOGY ACQUISITION CORP. II
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-41144

(Commission File Number)

87-2447308

(IRS Employer
Identification No.)

**442 5th Avenue
New York, NY 10018**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(970) 925-1572**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock, and one-half of one redeemable warrant	ATEK.U	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share	ATEK	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock each at an exercise price of \$11.50 per share	ATEK WS	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On December 20, 2022, Athena Technology Acquisition Corp. II (the "Company") determined to cancel the special meeting of stockholders, scheduled for December 21, 2022, at 4:30 p.m. Eastern Time (the "Extension Meeting"), which was called for the purpose of amending the Company's amended and restated certificate of incorporation to extend the date by which the Company has to consummate a business combination (the "Extension Amendment").

As a result of the cancellation of the Extension Meeting, the Company will not complete the redemption of shares of Class A common stock submitted in connection with the Extension Amendment for the pro rata portion of the amounts held in the trust account established at the consummation of the Company's initial public offering. Any shares of Class A common stock already submitted for redemption will be returned to stockholders promptly.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATHENA TECHNOLOGY ACQUISITION CORP. II

By: /s/ Isabelle Freidheim
Name: Isabelle Freidheim
Title: Chief Executive Officer

Dated: December 20, 2022